## MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1 (UPRR 1995B-Y)

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of December 1, 1995 among Harris Trust and Savings Bank, as indenture trustee, an Illinois banking corporation ("Indenture Trustee"), Topeka Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

## WITNESSETH:

- 1. The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1995B-Y) (the "Trust Indenture"), dated as of December 1, 1995, by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.
- 2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.
- 3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (UPRR 1995B-Y), relating to the above-described Trust Indenture and extending the Lessor's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

HARRIS TRUST AND SAVINGS BANK

Name: KEVIN O. HEALEY

Title: VICE PRESIDENT

Executed on this \_\_\_\_\_ day of December, 1995.

STATE OF $1110005$	
STATE OF	
On this, the day of December, 1995, before County and State, personally appeared KEVIN O. HEALE says that (s)he is the VICE PRESIDENT of HARRIS T seal affixed to the foregoing instrument is the seal of saws signed and sealed on December, 1995 on behalf its Board of Directors, and (s)he acknowledged the instrument was the free act and deed of said corporation	RUST AND SAVINGS BANK, that the aid corporation, that said instrument of said corporation by authority of at the execution of the foregoing
IN WITNESS WHEREOF, I have hereunto set my above mentioned.	y hand and official seal on the date
OFFICIAL SEAL KIMBERLY LANGE NOTARY PUBLIC, STATE OF ILLINOIS MY COMMISSION EXPIRES: .2-14-97  My Commission Residing in	insterley Larrye ablic nission Expires: 12 14 47 n Acok County, 16
STATE OF	
On this, the day of December, 1995, be said County and State, personally appeared sworn, says that (s)he is the of TOPE that the seal affixed to the foregoing instrument is the instrument was signed and sealed on December, 19 authority of its Board of Directors, and (s)he acknowledge foregoing instrument was the free act and deed of said of the said of th	, who being by me duly EKA LOCOMOTIVE LEASE CO., LTD., e seal of said corporation, that said 95 on behalf of said corporation by owledged that the execution of the
IN WITNESS WHEREOF, I have hereunto set m above mentioned.	y hand and official seal on the date
	ublic mission Expires: in

[CORPORATE SEAL]	TOPEKA LOCOMOTIVE LEASE CO., LTD.		
	By F. C. Bld_		
	Name: F. Ban Blaustein		
	Title: President		
	Executed on this 1st day of December, 1995.		
[CORPORATE SEAL]	Union Pacific Railroad Company		
	By		
	Name:		
	Title:		
	Executed on this day of December, 1995.		

STATE OF	
STATE OF	
County and State, personally appeared of says that (s)he is the of seal affixed to the foregoing instrument is th was signed and sealed on December, 1995	995, before me, a Notary Public in and for said, who being by me duly sworn, HARRIS TRUST AND SAVINGS BANK, that the e seal of said corporation, that said instrument 5 on behalf of said corporation by authority of eledged that the execution of the foregoing corporation.
IN WITNESS WHEREOF, I have hereu above mentioned.	into set my hand and official seal on the date
	Name:
	Notary Public My Commission Expires: Residing in
STATE OF <u>California</u> )  SS.:  COUNTY OF <u>San Francisco</u> )	
said County and State, personally appeared sworn, says that (s)he is the <u>President</u> that the seal affixed to the foregoing instruinstrument was signed and sealed on Decem	r, 1995, before me, a Notary Public in and for F. Jan Blauston, who being by me duly of TOPEKA LOCOMOTIVE LEASE CO., LTD., ment is the seal of said corporation, that said ober 1, 1995 on behalf of said corporation by she acknowledged that the execution of the ed of said corporation.
IN WITNESS WHEREOF, I have hereu above mentioned.	unto set my hand and official seal on the date
M. G. BELKIN  COMM. # 1031689  Notary Public — California SAN FRANCISCO COUNTY  My Comm. Expires JUL 3, 1998	Name: M.G. Belkin Notary Public My Commission Expires: 7/3/98 Residing in San Grangisco, A

Executed on this 1995.

STATE OF _	PA_	)	00
COUNTY OF _	Leligh	)	SS.:

On this, the \_\_\_\_ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Mounty of the is the Asstate of Union Pacific Railroad Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December \_\_\_, 1995 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Valerie a. Madea

Name:

Notary Public

My Commission Expires: 10110198

Residing in PA

Notarial Seal Valerie A. Madea, Notary Public Allen Twp., Northampton County My Commission Expires Oct. 10, 1998

Member, Pennsylvania Association of Notaries

## EXHIBIT A

## UNITS

EQUIPMENT
General Electric
AC4400/6000 CW
diesel electric locomotives

QUANTITY 18 ROAD NUMBERS UP 7030 through UP 7047, inclusive